
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20546

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE U.S. SECURITIES EXCHANGE ACT OF 1934

For the month of January 2021

Commission File Number: 001-39693

Triterras, Inc.
(Name of registrant)

9 Raffles Place, #23-04 Republic Plaza
Singapore 048619
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Change in Registrant's Certifying Accountant

On January 20, 2021, the Board of Directors of Triterras, Inc. (the "Company") received formal notice that the Company's independent auditors KPMG LLP ("KPMG") had made the decision to resign as our independent accountants effective January 20, 2021. On January 21, 2021, the Board of Directors voted unanimously to accept the resignation.

The reports of KPMG on the financial statements of Triterras Fintech Pte. Ltd (the Company's operating subsidiary) for the fiscal years ended February 29, 2020 and February 28, 2019 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle.

During the fiscal years ended February 29, 2020 and February 28, 2019, and the subsequent interim period from March 1, 2020 through the date of termination, (i) the Company did not have disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the subject matter of the disagreements in connection with its reports on the consolidated financial statements for such years, and (ii) there were no "reportable events" as defined in Item 16F(a)(1)(v) of Form 20-F, except for the material weaknesses in the Company's internal control over financial reporting (the "Material Weaknesses") as disclosed in the Company's Registration Statement on Form F-4 filed with the U.S. Securities and Exchange Commission (the "SEC") on October 26, 2020. The Audit Committee and Board of Directors of Triterras Fintech Pte. Ltd, which prior to consummation of the business combination on November 10, 2020 was not the Company's subsidiary, discussed the Material Weaknesses with KPMG. The Company has authorized KPMG to respond fully to the inquiries of the successor accountant of the Company concerning the Material Weaknesses. There is no disagreement with KPMG on the above matters.

The Company provided KPMG with a copy of this Form 6-K prior to its filing with the U.S. Securities and Exchange Commission ("SEC") and requested that KPMG furnish it with a letter addressed to the SEC stating whether it agrees with the above statements. A copy of KPMG's letter, dated January 25, 2021, is attached as Exhibit 99.1 to this Form 6-K.

The Company is in discussions regarding the engagement of another independent accounting firm of international repute.

The Company intends to use this Form 6-K and the accompanying exhibit to satisfy its reporting obligations under Item 16F(a) of its Form 20-F for the year ending February 28, 2021 to the extent provided in and permitted by Paragraph 2 of the Instructions to Item 16F of Form 20-F and plans to incorporate Exhibit 99.1 reference into its Form 20-F to the extent necessary to satisfy such reporting obligations

SIGNATURE

Pursuant to the requirements of the U.S. Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 25, 2020

Triterras, Inc.

By: /s/ Srinivas Koneru

Name: Srinivas Koneru

Title: Director, Executive Chairman and
Chief Executive Officer

Exhibit No. **Description**

99.1 [Press Release: Triterras Inc. Announces Independent Investigation by the Audit Committee to Address and Rebut Recent Short Report, dated January 25, 2021.](#)

99.2 [Letter from KPMG LLP, dated January 25, 2021.](#)

Triterras, Inc. Announces Independent Investigation by the Audit Committee to Address and Rebut Recent Short Report

Singapore, January 25, 2021 – Triterras, Inc. (Nasdaq: TRIT, TRITW), a leading fintech company for trade and trade finance, has made two key announcements.

With the full support of management, the Audit Committee has initiated an independent investigation into accusations made by a recent short report that has caused significant volatility in the Company's share price. The investigation will be overseen by the Audit Committee of the Company's Board of Directors. The Audit Committee is in the process of selecting the legal counsel that will conduct the investigation into the blockchain, related party transaction and other accusations made. The undertaking of this investigation by an independent third party is enthusiastically supported by the Company's CEO and executive management, and the company expects this review to set the record straight regarding the false and/or incomplete information included in the recent short report.

The Company has also announced that they will be replacing KPMG LLP as the Company's independent accountants. For some time, there has been consideration and discussion with respect to replacing the independent accountants of the Company for various considerations, including to further separate the operations of Triterras, Inc. from its related party company Atanium (formerly Rhodium Resources). KPMG LLP resigned as the Company's independent accountants effective January 20, 2021.

Furthermore, the reports of KPMG on the financial statements of Triterras Fintech Pte. Ltd (the Company's operating subsidiary) for the fiscal years ended February 29, 2020 and February 28, 2019 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle.

The Company is in discussions regarding the engagement of another independent accounting firm of international repute.

The Company maintains a positive view of the future and is optimistic on the current management growth initiatives underway.

About Triterras

Triterras is a leading fintech company focused on trade and trade finance. It launched and operates Kratos™—one of the world's largest commodity trading and trade finance platforms that connects and enables commodity traders to trade and source capital from lenders directly online. For more information, please visit www.triterras.com or email us at contact@triterras.com.

Forward Looking Statements

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Triterras' actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include Triterras' expectations with respect to future performance. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside Triterras' control and are difficult to predict. Factors that may cause such differences include but are not limited to risks and uncertainties incorporated by reference under "Risk Factors" in Triterras' Form 20-F (001-39693) filed with the Securities and Exchange Commission (the "SEC") on November 16, 2020 (the "Form 20-F") and in Triterras' other filings with the SEC. Triterras cautions that the foregoing list of factors is not exclusive. Triterras cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Triterras does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based.

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January 25, 2021

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549
United States of America

Commissioners:

We have read the statements made by Triterras, Inc. on its Form 6-K dated January 25, 2021. We agree with the statements concerning our Firm in such Form 6-K; we are not in a position to agree or disagree with other statements of Triterras, Inc. contained therein.

Very truly yours,

A handwritten signature in blue ink that reads 'KPMG LLP' followed by a stylized flourish.

KPMG LLP (Registration No. T08LL1267L), an accounting limited liability partnership registered in Singapore under the Limited Liability Partnership Act (Chapter 163A) and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.